

OLD NATIONAL BANCORP /IN/
Form 4
February 27, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ellsperrmann Caroline J

2. Issuer Name and Ticker or Trading Symbol
OLD NATIONAL BANCORP /IN/ [ONB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRESIDENT - WEALTH MANAGEMENT

EVANSVILLE, IN 47708
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| COMMON STOCK | 02/03/2014 | | D | V 3,750 D \$ 14 | 49,344 | D | |
| COMMON STOCK | 02/03/2014 | | F | V <u>2,359</u> ⁽¹⁾ A \$ 14 | 51,703 | D | |
| COMMON STOCK | 02/25/2014 | | D | 7,050 D \$ 13.49 | 44,653 | D | |
| COMMON STOCK | 02/25/2014 | | A | <u>5,690</u> ⁽²⁾ A \$ 13.49 | 50,344 ⁽³⁾ | D | |
| COMMON STOCK | | | | | 1,444.404 | D ⁽⁴⁾ | |

| | | | |
|--------------|----------------------|------------------|--------------------------------|
| COMMON STOCK | 6,337 | D ⁽⁵⁾ | |
| COMMON STOCK | 5,038 ⁽⁶⁾ | I | CAROLINE ELLSPERMAN - ONB KSOP |
| COMMON STOCK | 5,440 ⁽⁶⁾ | I | KENNETH ELLSPERMAN - ONB KSOP |
| COMMON STOCK | 6,000 | D ⁽⁷⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Sh |
| EMPLOYEE STOCK OPTION | \$ 20.43 | | | | | 12/31/2004 ⁽⁸⁾ 02/02/2014 | COMMON STOCK 2,1 |
| EMPLOYEE STOCK OPTION | \$ 21.65 | | | | | 02/01/2007 ⁽⁸⁾ 02/24/2016 | COMMON STOCK 8,7 |
| EMPLOYEE STOCK OPTION | \$ 18.43 | | | | | 01/25/2008 01/25/2017 | COMMON STOCK 12,3 |
| EMPLOYEE STOCK OPTION | \$ 15.29 | | | | | 02/01/2009 01/24/2018 | COMMON STOCK 12,0 |
| | \$ 13.31 | | | | | 02/01/2010 01/29/2019 | 7,0 |

EMPLOYEE
STOCK
OPTION

COMMON
STOCK

EMPLOYEE
STOCK \$ 20.43
OPTION

12/31/2004⁽⁸⁾ 02/02/2014

COMMON
STOCK

1,4

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ellspermann Caroline J ONE MAIN ST EVANSVILLE, IN 47708 | | | PRESIDENT - WEALTH MANAGEMENT | |

Signatures

JEFFREY L KNIGHT, EXECUTIVE VP AND CHIEF LEGAL COUNSEL, AS
ATTORNEY-IN-FACT

02/27/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vesting of one-third service based restricted stock net of applicable withholding taxes.
The original shares granted were increased based upon the final determination of the satisfaction of the performance factors described in
- (2) the Old National Bancorp 2008 Incentive Compensation Plan Performance Share Award Agreement. Vesting of performance based restricted stock net of applicable withholding taxes.
- (3) Includes 26,251 restricted stock units, 5,834 restricted stock shares and 18,259 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (4) Registered as Caroline Ellspermann IRA - held by broker.
- (5) Registered as joint tenants - Kenneth and Caroline Ellspermann - held by broker.
- (6) KSOP Shares updated to include current balance.
- (7) Kenneth Ellspermann performance based restricted stock grant.
- (8) Immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.